

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

AFFILIATED COMPUTER SERVICES, INC.,

Plaintiff,

Civil Action No. 3:06-CV-1770D
ECF

v.

WILMINGTON TRUST COMPANY, solely in its capacity as Indenture Trustee on behalf of all Holders of Affiliated Computer Services, Inc.'s 5.20% Senior Notes Due 2015 and all Holders of Affiliated Computer Services, Inc.'s 4.70% Senior Notes Due 2010.

Defendant.

DEFENDANT'S MOTION FOR SUMMARY JUDGMENT

Defendant Wilmington Trust Company, solely in its capacity as Indenture Trustee on behalf of all Holders of Affiliated Computer Services, Inc.'s 5.20% Senior Notes Due 2015 and all Holders of Affiliated Computer Services, Inc.'s 4.70% Senior Notes Due 2010 ("Wilmington Trust Company") files this Motion for Summary Judgment against Plaintiff Affiliated Computer Services, Inc. ("ACS"), and, in support, respectfully shows the Court the following:

**I.
SUMMARY**

This dispute arises out of ACS's practice of backdating employee stock options. As a result of this practice, ACS failed to file its annual Form 10-K report with the Securities and Exchange Commission ("SEC") when due. The failure to file its annual Form 10-K report with the SEC, and to correspondingly provide same to its noteholders, constitutes a default under an indenture dated June 6, 2005.

In an effort to avoid the default, ACS filed a declaratory judgment action seeking to establish that its failure to file the annual report was not a default. Defendant Wilmington Trust Company filed corresponding counterclaims on behalf of all noteholders for damages resulting from the default.

Indenture Trustee and Defendant Wilmington Trust Company now moves for summary judgment against ACS on its declaratory judgment claims and in favor of the noteholders on the counterclaims for damages. There are no genuine issues of material fact concerning ACS's declaratory judgment action, and Wilmington Trust Company is entitled to summary judgment on all causes of action asserted by it in its capacity as Indenture Trustee, as a matter of law.

In addition to this Motion, Defendant Wilmington Trust Company also relies upon the attached Brief in Support. Each of the matters required under Local Rule 56.3 is set forth in the attached Brief in Support, which is incorporated by reference.

II. **PRAYER**

WHEREFORE, PREMISES CONSIDERED, Defendant Wilmington Trust Company respectfully requests the following relief: (1) full and final summary judgment in favor of Defendant Wilmington Trust Company against Plaintiff on the declaratory judgment action brought by Plaintiff; (2) full and final summary judgment in favor of Defendant Wilmington Trust Company against Plaintiff Affiliated Computer Services, Inc. on all causes of action brought by Defendant; (3) 9% prejudgment interest as applied pursuant to New York law; and (4) such other and further relief, both general and special, at law or in equity, to which Defendant Wilmington Trust Company may show itself justly entitled.

Date: March 27, 2007

Respectfully submitted,

ZELLE, HOFMANN, VOELBEL, MASON & GETTE, L.L.P.

By: /s/ Todd M. Tippet

Thomas H. Cook, Jr.
State Bar No. 00783869
Todd M. Tippet
State Bar No. 24046977

1201 Main Street, Suite 3000
Dallas, TX 75202-3975
Telephone: (214) 742-3000
Facsimile: (214) 760-8994

Of counsel:
ANTHONY OSTLUND & BAER, P.A.
Jeffrey I. Ross
John Orenstein
Steven M. Pincus
3600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Telephone: (612) 349-6969
Facsimile: (612) 349-6996

ATTORNEYS FOR DEFENDANT

CERTIFICATE OF SERVICE

This is to certify that service of the foregoing MOTION FOR SUMMARY JUDGMENT has been accomplished on all known filing users through the ECF filing system on this 27th day of March, 2007.

/s/ Todd M. Tippet

Todd M. Tippet